

Exhibit A

(Reply)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	
)	

**ZAI CLASS COUNSEL’S REPLY TO LUKINS & ANNIS, P.S.’s
RESPONSE TO RULE 706 EXPERT REPORT OF JUDITH K. FITZGERALD**

ZAI Class Counsel hereby submit their reply to *Lukins & Annis, P.S.’s Response to Rule 706 Expert Report of Judith K. Fitzgerald* (D.I. 32276), as set forth below.

1. Lukins and Annis sought out Judge Judith Fitzgerald as an eminently qualified individual to determine the merit of Lukins & Annis, P.S.’s claim to fees and costs. Following exchange of time records, lengthy briefing, detailed submissions, telephonic conferences with Judge Fitzgerald, and follow up submissions, Judge Fitzgerald issued her comprehensive and detailed thirty-page report and recommendation on June 24, 2014.

2. Judge Fitzgerald, in addition to having adjudicated more mass tort bankruptcies than any other bankruptcy judge, presided over W.R. Grace’s bankruptcy that resulted in the ZAI Class Settlement. Judge Fitzgerald was deeply involved in adjudicating ZAI bankruptcy claims for nearly a decade, a period encompassing the involvement of Lukins & Annis as well as Class Counsel. Judge Fitzgerald, consequently, is singularly well positioned to ascertain and value the relative contributions each attorney made in securing the ZAI Class Settlement that Judge Fitzgerald herself approved. This Court, therefore, should enter an order embracing the recommendations of Judge Fitzgerald.

3. Lukins & Annis's Response to Judge Fitzgerald's Expert Report now challenges Judge Fitzgerald's allocation by attempting to compare, once again, its contribution with that of non-class counsel Ness Motley and McGarvey Heberling. In doing so, Lukins & Annis fails to disclose that Lukins & Annis has already received \$582,005.68 in compensation through earlier fee orders of the bankruptcy court in connection with its service as ZAI Special Counsel. *See Final Application of Lukins & Annis, P.S. for Compensation* (D.I. 32138). Judge Fitzgerald's award of 10% of Mr. Scott's fee is in addition to this substantial payment. The only compensation Ness Motley or McGarvey Heberling will receive for its ZAI representation, by contrast, will be that awarded by this Court in connection with the present motion; and Judge Fitzgerald's award to L&A is over 2.5 times the award for McGarvey Heberling, without any consideration of the L&A Science Trial fees. Equities, consequently, tip strongly against Lukins & Annis in any comparison with Ness Motley or McGarvey Heberling.

Dated: July 10, 2014
Wilmington, Delaware

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